

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

Caption in Compliance with D.N.J. LBR 9004-2(c)

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In Re:

SHAPES/ARCH HOLDINGS L.L.C., *et al.*,

Reorganized Debtors.

Chapter 11

Case No. 08-14631
(Jointly Administered)

Judge: Gloria M. Burns

**CONSENT ORDER FIXING THE AMOUNT
OF THE CLAIM OF A. JEROME GROSSMAN
(Claim Number 598)**

The relief set forth in the following pages, pages two (2) through five (5), is hereby
ORDERED.

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Debtor: SHAPES/ARCH HOLDINGS L.L.C., *et al.*,
Case No.: 08-14631 (GMB)
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WHEREAS, on March 16, 2008, the above-captioned debtors (the “Debtors”) filed voluntary petitions for relief under Chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”); and

WHEREAS, on the Petition Date, the Debtors filed their Statements of Financial Affairs, Schedules of Assets and Liabilities, and Schedule of Executory Contracts and Unexpired Leases (the “Bankruptcy Schedules”); and

WHEREAS, on March 18, 2008, this Court entered an Order pursuant to Bankruptcy Rules 2002(a)(7) and 3003(c)(3) establishing the deadline for the filing of proofs of claim evidencing pre-petition claims (the “Bar Date Order”); and

WHEREAS, Pursuant to the Bar Date Order, the deadline for all persons and entities to file proofs of claim against the Debtors for claims that arose on or prior to the Petition Date was May 15, 2008; and

WHEREAS, on May 13, 2008 A. Jerome Grossman (“Grossman”) filed proof of claim numbered 598, as a general unsecured claim against the Debtors’ estates, in the amount of \$ 1,554,931.35 (the “Proof of Claim”); and

WHEREAS, by Order dated July 24, 2008, the Bankruptcy Court confirmed the Debtors’ Third Amended Joint Plan of Reorganization, (the “Plan”); and

WHEREAS, pursuant to Sections 4.5, 5.2 and 5.3 of the Plan and Article IV of the Plan Administration Agreement (an exhibit to the Plan), the Class 10 Liquidation Trust (the “Trust”),

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by its Trustee, Steven D. Sass, was empowered to, among other things, review, file objections to and resolve unsecured claims; and

WHEREAS, on December 11, 2009 the Trust filed its Fourth Omnibus Objection to Claims (the "Claims Objection") in which it objected to the Proof of Claim and sought to reduce the Proof of Claim; and

WHEREAS, on December 23, 2009, in response to the Objection (the "Response"), counsel to Grossman filed a response to the Claims Objection; and

WHEREAS, on January 7, 2010, counsel to the Trust withdrew the Objection, as it related to the Proof of Claim, without prejudice; and

WHEREAS, after filing the Response counsel to Grossman and counsel to the Trust worked together to resolve the issues raised in the Objection; and

WHEREAS, the Trust has reviewed the Proof of Claim, information provided by Grossman and the Debtors' books and records as they pertain to Grossman, and has engaged in good faith, arms' length negotiations with Grossman; and

NOW, THEREFORE, in consideration of the foregoing premises and of the mutual agreements and covenants hereinafter set forth, the parties hereto intending to be legally bound hereby, agree as follows:

1. The Trust and Grossman have agreed to fix the amount of the Proof of Claim at \$1,549,931.35 (the "Fixed Claim"). The Fixed Claim shall be classified as a general unsecured claim against the Debtors.

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2. This Agreement shall be binding upon and shall inure to the benefit of each of the parties hereto and their respective successors and assigns and any successor of any of them.

3. No modification or waiver of, or with respect to, any provision of this Agreement, or consent to any departure from any of the terms or conditions hereof, shall in any event be effective unless it shall be in writing and signed by the parties hereto.

4. This Agreement has been negotiated and entered into in the interest of settlement and compromise only, without an admission, liability or fault on the part of any party.

5. This Agreement may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute but one and the same agreement. A facsimile signature shall be sufficient to bind the parties as if it were an original signature.

6. Each party expressly represents that it has entered freely and voluntarily into this Agreement after careful review and the opportunity to consult with counsel. Except as otherwise expressly set forth herein, no representations have been made by either party with respect to any of the matters addressed in this Agreement or with respect to the Chapter 11 case.

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Dated: April 29, 2010

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